

EXHIBIT 945

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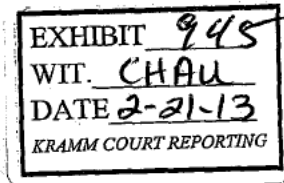
Performance Management

PAY FOR PERFORMANCE: 2009 Salary Budget Recommendations

Executive Review

January 21, 2009

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January 21, 2009



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1



AGENDA

Performance Management

➤ **Market Study**

- Salary Increase Budgets
- Review Of Industry Practices
- Market Analysis of Competitive Cash Compensation

➤ **Recommendations**

- Pay Increase Budget
- Distribution Curve - Performance Rating and Merit Increase

➤ **Approval Process for 2009**

- Confirm process and timing for GWL & Board Meeting

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2

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Market Study

Salary Increase Budgets

Surveys**Mid 2008****Late 2008****US**

	<u>Merit</u>	<u>incl Promo/Adj</u>	<u>Merit</u>	<u>incl Promo/Adj</u>
• Radford (AON):	4.0%	5.0%	3.8%	4.8%
• Croner SGS:	4.2%	5.6%	4.0%	5.0%
• Croner AVE: 4.0%	5.0%	TBD		
• World at Work:	4.0%	5.0%	N/A	

Singapore

• Mercer Survey:	4.0%	4.8%	N/A
• IPAS Survey:	4.2%	4.6%	N/A

Note: Croner AVE is conducting an updated merit survey but not yet completed. Per Croner AVE meeting, most companies looking at 3.0% to 3.5% merit budget with additional budget for promo/adj

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945.3

3



Market Study

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Salary Increase Budgets

Studio/Network (updates ongoing)

Company	Merit		Promo/Adj		Total		Increase
	FY08	FY09	FY08	FY09	FY08	FY09	Effctv Date

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4



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Market Study

Salary Increase Budgets

US - CPI

CPI - 2008

Annual: 3.1%

- 2nd Half 2007: 3.0%
- 1st Half 2007: 3.3%

CPI - 2007

Annual: 3.2%

2nd Half 2006: 3.3%

1st Half 2006: 3.3%

Series Id: CUURA422SA0, CUUSA422SA0

Not Seasonally Adjusted

Area: San Francisco-Oakland-San Jose, CA

Item: All items

Base Period: 1982-84=100

Year	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Annual	HALF1	HALF2
1998		3.4		3.1		3.4		3.3		2.9		3.0	3.2	3.3	3.1
1999		3.8		4.6		3.8		4.1		4.8		4.2	4.2	4	4.4
2000		4.2		3.8		4.2		4.7		4.7		5.5	4.5	4	4.8
2001		6.5		5.8		5.6		5.1		4.5		3.5	5.4	6.2	4.7
2002		1.8		2.1		1.2		1.3		1.4		1.4	1.6	1.9	1.4
2003		3.3		2.2		1.6		1.4		1		1.1	1.8	2.3	1.2
2004		0.2		0.5		1.4		1.2		2		2.2	1.2	0.7	1.7
2005		1.6		2.1		1.1		2.2		2.8		2.0	2.0	1.7	2.2
2006		2.9		3.2		3.9		3.8		2.5		3.4	3.2	3.2	3.3
2007		3.2		3.3		3.4		2.6		3.3		3.8	3.3	3.3	3.2
2008		2.8		2.9		4.2		4.2		3.6		0.0	3.1	3.3	3.0

Bureau of Labor Statistics

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5



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Market Study

Salary Increase Budgets

Singapore - CPI

CPI

- 2008: 4.7%
- 2007: 2.1%

Country	GDP Growth			Unemployment Rate			CPI Inflation		
	2007	2008	Trend '07 to '08	2007	2008	'07 to '08	2007	2008	Trend '07 to '08
Hong Kong	6.3	4.3	▼	4.1	3.9	▼	12.0	3.6	▼
Japan	2.1	1.4	▼	3.9	3.9	▼	0.0	0.6	▲
Singapore	7.7	4.0	▼	2.1	2.1	▼	2.1	4.7	▲
South Korea	5.0	4.2	▼	3.3	3.1	▼	2.5	3.4	▲
Taiwan	5.7	3.4	▼	3.9	3.9	▼	1.8	1.5	▼
China	11.4	9.3	▼	9.5	n/a	n/a	4.8	5.9	▲
India	9.2	7.9	▼	n/a	n/a	n/a	6.4	5.2	▼
United States	2.2	0.5	▼	4.6	5.4	▲	2.9	3.0	▲

Aon/Radford- Global High-Tech Compensation Trends: Asia/Pacific Region

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6



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Market Study

Analysis of Competitive Pay Compensation

Market Data Comparison
December 2008

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Note: Excludes Executives

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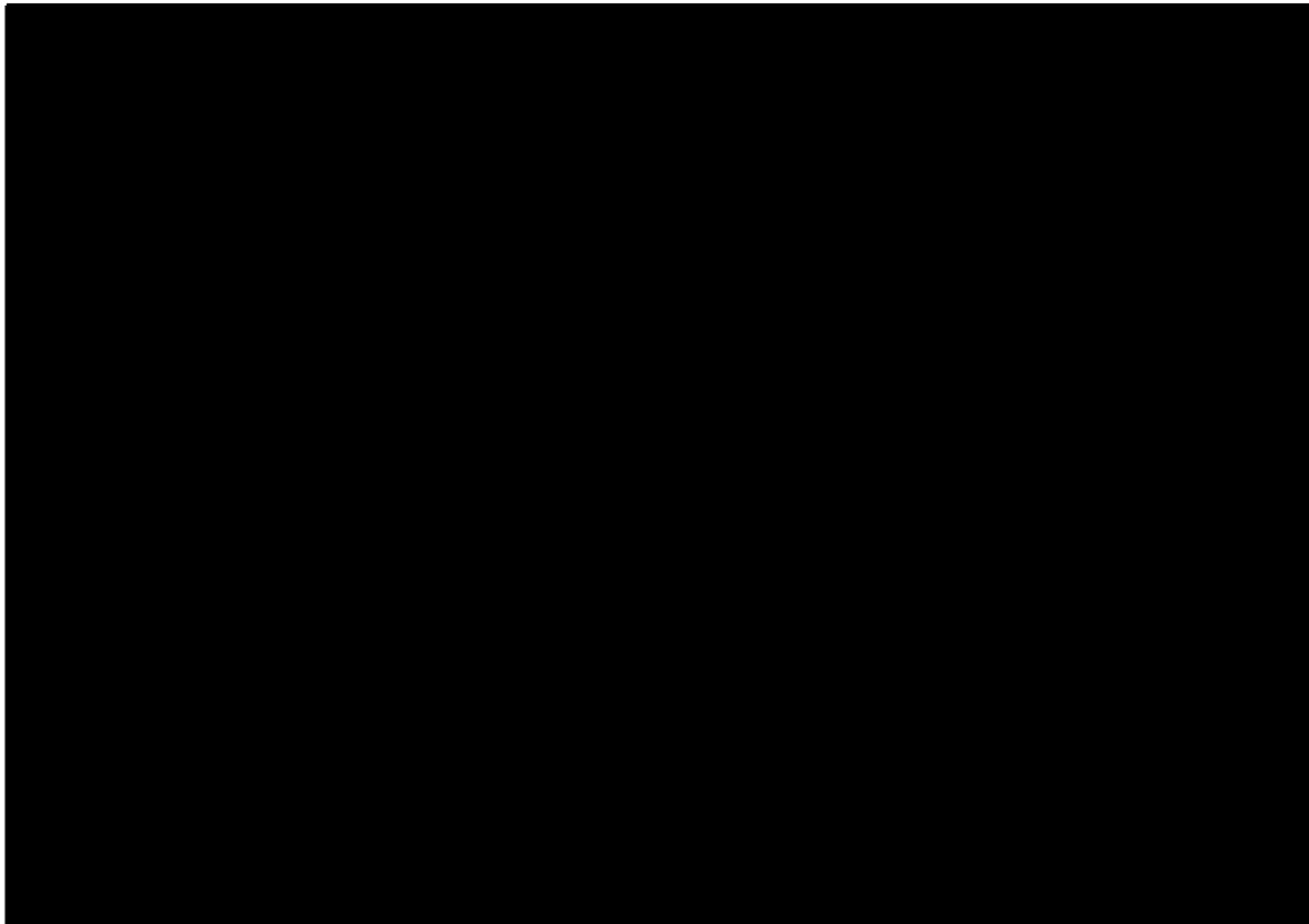
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7



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Recommendations
Pay Increase Budget



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8



Currently Scheduled:

- Mich/Executive Review Meetings – March 2 thru March 5
- Mich Final Review Meeting – March 5
- Mich/George Review Meeting – Friday, March 6
 - Mich and George usually have meetings on Friday

What additional reviews/approvals needed for merit budget spend?



Currently Scheduled:

- Board meeting scheduled on April 3
 - Board to review and approve Finance Audit
- Bonuses to be paid on April 10 if approval received

Spot Bonus Pools:

- Determination and approval required for Spot Bonus Pools



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Appendices

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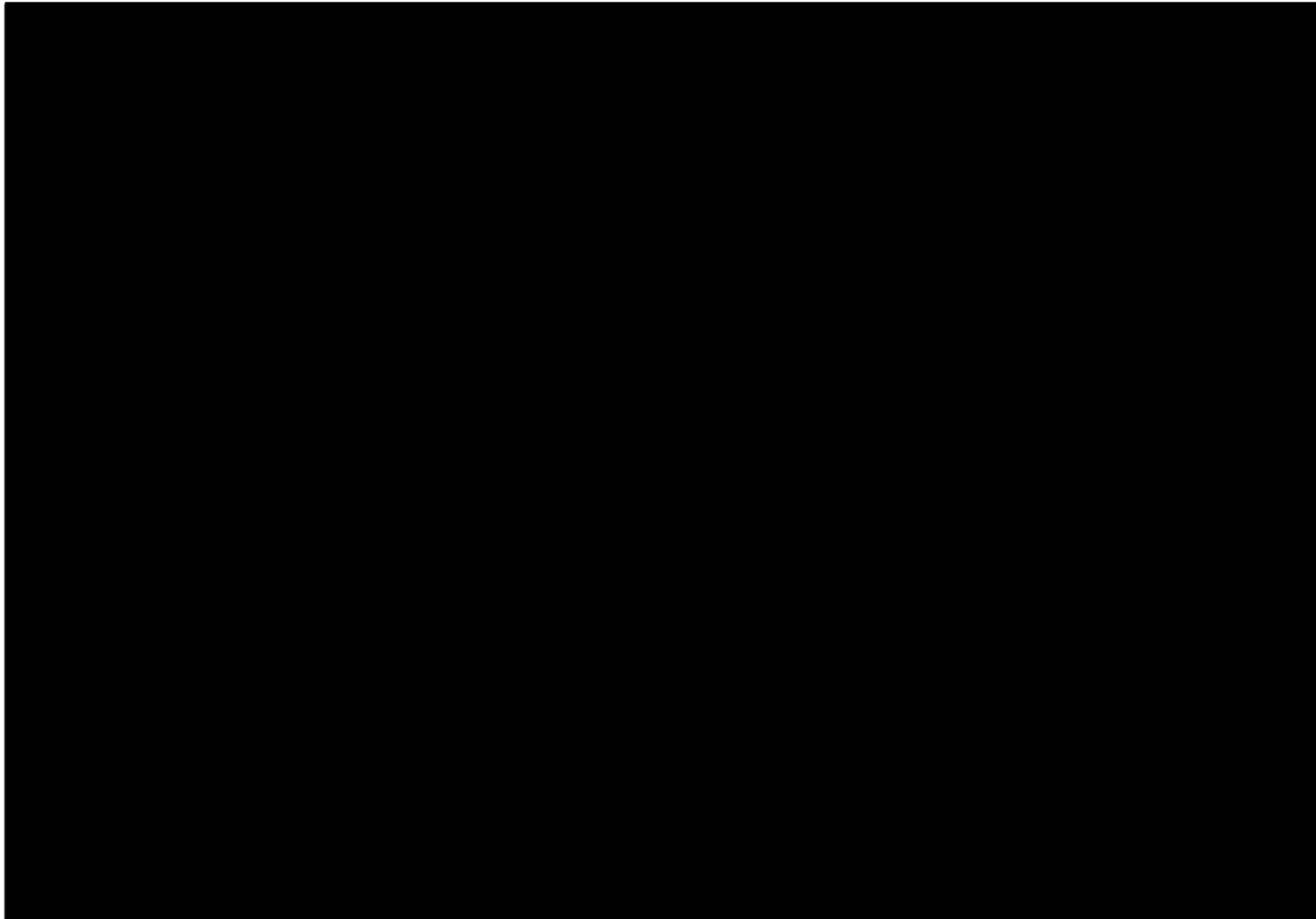
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11



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2007 Actual Merit and Callout Spend



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12

**Elements of Cash Compensation**

For most employees at Lucasfilm, the elements of cash compensation will be base pay and annual bonus (short term incentive) payments. These elements will be used in benchmarking our total cash compensation to relevant positions in the external market.

Benchmarking**Base Salary Adjustments (Merit Increases)**

Base salary adjustments will be done annually, linked to employee performance reviews. The level of increases will be determined by analyzing both external market practices and company performance and then will be awarded based on individual performance.



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Market Study

Salary Increase Budgets

Utilized Surveys

- Radford (Includes SW & Tech Industry in SF/Bay Area)
- Croner Software Games (Gaming Industry)
- Croner Animation and Visual Effects in the (Film Industry)
- Mercer Survey (Singapore)
- IPAS Survey (Singapore)

Industry Specific Budgets

- Studios and Gaming

CPI

- San Francisco-Oakland-San Jose, CA – All items

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14



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Market Study
Review of Past Practices

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15